UNITED STATES FORM D FOR SSING SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** QUNIFORM LIMITED OFFERING EXEMPTION

OMB AP	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average hours per respo	ge burden onse 16.00
SEC US	E ONLY
Prefix	Serial
DATE R	ECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series A Preferred and Common Stock Issuance	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Airena, Inc., a Delaware corporation	
Address of Executive Offices (Number and Street, City, State, Zip Code) 2243 Belford Drive, Walnut Creek, CA 94598	Telephone Number (Including Area Code) 510 326-0914
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Software development	
Type of Business Organization	
business trust imited partnership, to be formed other	(please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated rate:
CINTED AL INCOMPANIO	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6); 17 CFR 230.501 et seq. or 15 U.S.C. 774(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Comment: TOOLBAR ITEMS

(1) Click on "Add Section A Page" or "Add Section B Page" button where noted at the bottom of Sections A and B to add additional names or press Delete. Use the F11 key to advance to the next field while working with new page. Complete entire document first before working on additional pages

(3) Document protection will be turned OFF towards the end of this document to allow edits to the entire document. This will take place once you click in the first field in APPENDIX section and press

(4) You can check or uncheck a box by double clicking directly over the box, then choose Checked or Unchecked.



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 Each beneficial own Each executive office 	ne issuer, if the issuer having the power to cer and director of corp	as been organized within the ovote or dispose, or direct the porate issuers and of corpora	ne vote	or disposition of, 10%				
	anaging partner of par		_					
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	\boxtimes	Executive Officer	×	Director	Ц	General and/or Managing Partner
Full Name (Last name first, i	f individual)							
Dougherty, Brian								
Business or Residence Addre	ss (Number and Stre	et, City, State, Zip Code)						
2243 Belford Drive, Walnut	Creek, CA 94598			_				
Check Box(es) that Apply:	X Promoter	Beneficial Owner	Ø	Executive Officer	х	Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)							
Del Sesto, Eric				<u> </u>				
Business or Residence Addre	ss (Number and Stree	et, City, State, Zip Code)						
1186 Glen Road, Lafayette,	.CA 94549							
Check Box(es) that Apply:	Promoter	Beneficial Owner	<u>⊠</u>	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)							
Aquino, Chanel								
Business or Residence Addre		et, City, State, Zip Code)						
2243 Belford Drive, Walnu								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Ц	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)							
Fults, Douglas								
Business or Residence Addre	ss (Number and Stre	et, City, State, Zip Code)						
900 Bronson Lane, Walnut	Creek, CA 94596							
Check Box(es) that Apply:	Promoter	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)							
Powers, Robert E.			_					
Business or Residence Addre	ess (Number and Stre	et, City, State, Zip Code)						
37795 Freesia Court, Frem	ont, CA 94536							
Check Box(es) that Apply:	Promoter	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)							
Business or Residence Addre	ess (Number and Stre	et, City, State, Zip Code)						
Check Box(es) that Apply:	Promoter	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f individual)							
Business or Residence Addre	ess (Number and Stre	et, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·				
	(Use blan	k sheet, or copy and use ac	ditiona	al copies of this sheet	, as n	ecessary)		

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Check Box(es) that Apply:	☐ P	romoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individi	nal)				
Business or Residence Addre	ss (Numl	per and Stre	et, City, State, Zip Code)	 	 	
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Full Name (Last name first, i	f individ	ıal)				
Business or Residence Addre	ss (Numl	per and Stre	et, City, State, Zip Code)			
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Full Name (Last name first, i	f individu	ıal)				
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Full Name (Last name first, i	f individ	ual)				
Business or Residence Addre	ess (Num	ber and Stre	et, City, State, Zip Code)			
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Full Name (Last name first, i	f individ	ıal)				
Business or Residence Addre	ess (Num	ber and Stre	et, City, State, Zip Code)		 	
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Full Name (Last name first, i	f individ	ıal)				
Business or Residence Addre	ess (Num	ber and Stre	et, City, State, Zip Code)	 		
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Business or Residence Addre	ess (Num	ber and Stre	et, City, State, Zip Code)	 		
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Full Name (Last name first, i	if individ	ual)	<u> </u>			
Business or Residence Addre	ess (Num	ber and Stre	et, City, State, Zip Code)	 	 	

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l. Has the	issuer sold,	or does the is	ssuer intend t	o sell, to nor	n-accredited i	nvestors in t	his offering?				Yes □	No
				Answer a	also in Appen	dix, Column	2, if filing u	nder ULOE.				
2. What is	the minimur	n investmen	t that will be	accepted fro	om any indivi	dual?					\$	
3. Does th	e offering pe	rmit joint ov	vnership of a	single unit?							Yes □	No No
4. Enter th												
person o	or agent of a e (5) persons	broker or dea	ler registered	with the SE	vith sales of se IC and/or with such a broker	a state or st	ates, list the r	name of the b	roker or deal	er. If more		
Full Name (L	ast name fir	st, if individu	ıal)						-			
N/A		Idaaa Obaa I	1	1 O't - St-t-	7'- C-1-\							
Business or F	(esidence Ac	idress (Numi	ber and Str∞	t, City, State	, Zip Code)							
Name of Ass	ociated Brok	er or Dealer										
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Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already 3,000,000.00Sold
Debt	\$	\$
Equity	\$ 390,000.00	\$390,000.00
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$ 390,000.00	\$ 390,000.00
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchase
Accredited investors	6	\$390,000.00
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	•	\$ <u>N/A</u>
Regulation A	<u>N/A</u>	\$N/A
Rule 504	N/A	\$ <u>N/A</u>
Total	N/A	\$ <u>N/A</u>
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
check the box to the left of the estimate.		\$
Transfer Agent's Fees		
	_	\$
Transfer Agent's Fees	_	·
Transfer Agent's Fees Printing and Engraving Costs		·
Transfer Agent's Fees Printing and Engraving Costs Legal Fees		\$10,000.00 \$
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees		\$10,000.00 \$
Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees		\$10,000.00 \$\$

	total expenses furnished in response to	gregate offering price given in response to Part C - Quest Part C - Question 4.a. This difference is the "adjusted gr	ross	\$380,000.00
	the purposes shown. If the amount for a	ed gross proceeds to the issuer used or proposed to be used iny purpose is not known, furnish an estimate and check th yments listed must equal the adjusted gross proceeds to the b above.	ne box to the	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		s	□ \$
	Purchase of real estate		s	
	Purchase rental or leasing and installat	tion of machinery and equipment	□s	□ s
		ngs and facilities		
				U *
	Acquisition of other businesses (includused in exchange for the assets or secur	ling the value of securities involved in this offering that r rities of another issuer pursuant to a merger)	may be \$	□ s
		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
	Working capital		s	
	Other (specify):			□ s
	Column Totals		S	⊠ s
	Column Totals			
		otals added)		20,000.00
		otals added)		
d	Total Payments Listed (column to	otals added) D: FEDERAL SIGNATURE ned by the undersigned duly authorized person. If this notice ecurities and Exchange Commission, upon written request o	e is filed under Rule 505, the following	g signature constitutes a
1	Total Payments Listed (column to issuer has duly caused this notice to be sign traking by the issuer to furnish the U.S. Stedited investor pursuant to paragraph (b)(2) or (Print or Type)	otals added) D: FEDERAL SIGNATURE ned by the undersigned duly authorized person. If this notice ecurities and Exchange Commission, upon written request o	e is filed under Rule 505, the following of its staff, the information furnished l	g signature constitutes a
d	Total Payments Listed (column to issuer has duly caused this notice to be sign artaking by the issuer to furnish the U.S. Seedited investor pursuant to paragraph (b)(2)	D. FEDERAL SIGNATURE ned by the undersigned duly authorized person. If this notice ecurities and Exchange Commission, upon written request of the control of Rule 502.	e is filed under Rule 505, the following of its staff, the information furnished by	g signature constitutes a

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Intentional Misstatements or Omissions of Fact Constitute Federal Criminal Violations. (See 18. U.S.C. 1001.)

1.	Is any party described in 17 CFR 230.262	presently subject to any of the disqualification provisions of such rule?	Yes	No
		See Appendix, Column 5, for state response.		· ; · ' .
2.	The undersigned issuer hereby undertake 239 500) at such times as required by sta	s to furnish to any state administrator of any state in which this notice is filed, a notice leav.	ce on Form D	17 CFR
3.	The undersigned issuer hereby undertake	s to famish to the state administrators, upon written request, information furnished b	y the issuer to	offerees.
4.		e issuer is familiar with the conditions that must be satisfied to be entitled to the Uni this notice is filed and understands that the issuer claiming the availability of this ex en satisfied.		
	s issuer has read this notification and know horized person.	the contents to be true and has duly caused this notice to be signed on its behalf by	the undersigne	d duly
lss	uer (Print or Type)	Signafire Date		
Αir	ena, Inc.	W November 10, 2003	3	
Ne	me of Signer (Print or Type)	Title of Signer (Print of Type)		

President

E. STATE SIGNATURE

Instruction:

Brian P. Dougherty

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Porm D must be manually signed. Any copies not manually signed. Any copies not manually signed copy or bear typed or printed signatures.

1	,	2	3		4			Disquali		
	Intend to sell to non-accredited investors in State (Part B-Item 1)		n-accredited Type of security and aggregate offering price offered in state		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No	Series A Preferred Stock and Common Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK										
ΑZ										
AR										
CA		х	\$390,000.00	6	\$390,000.00	0	0		Х	
CO										
CT										
DE										
DC										
FL										
GA										
НІ					******					
ID						-				
L										
IN				•						
IA										
KS										
KY										
LA	T									
ME										
MD										
МА										
MI										
MN									 	
MS									T	
МО	T									
MT									†	
NE										
NV									 	

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1	1 3	2	3		5 Disquelification				
	non-acc invest Sta	tend to sell to on-accredited investors in State price offered in state Part B-Item 1)		Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
NH									
NJ				-					
NM									
NY									
NC									
ОН									
OK									
OR									
PA									
RI									
SC							_		
SD_									
TN									
TX									
UT							<u></u>		
VT									
VA									ļ
WA		<u> </u>						<u> </u>	
WI							<u></u>		
WY									
PR									